

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.**

**Debtors.**

**Chapter 11**

**Case No. 01-01139 (JKF)**

**(Jointly Administered)**

**FOURTH SUPPLEMENTAL DECLARATION OF ROGER FRANKEL UNDER  
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF APPLICATION  
FOR AN ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF  
SWIDLER BERLIN LLP AS BANKRUPTCY COUNSEL  
TO DAVID T. AUSTERN AS FUTURE CLAIMANTS' REPRESENTATIVE**

I, ROGER FRANKEL, state:

1. I am a partner in the law firm of Swidler Berlin LLP ("Swidler"), which maintains offices for the practice of law at 3000 K Street, N.W., Washington, D.C. 20007 and 405 Lexington Avenue, New York, New York 10174. I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and am authorized to execute this Fourth Supplemental Declaration on behalf of Swidler. Swidler is bankruptcy counsel to David T. Austern, the Future Claimants' Representative appointed by the Court in the above-captioned cases, pursuant to an Order entered on September 27, 2004.

2. On June 15, 2004, I submitted my declaration pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Rules") in support of the Application of the FCR seeking the entry of an Order authorizing the retention and employment of Swidler as his bankruptcy counsel. I submitted supplemental declarations providing additional disclosures, which were filed with the Court on June 18, 2004, September 14, 2004, and October 25, 2004.

3. Except as is otherwise provided below, the facts set forth in this declaration are based upon my personal knowledge, upon records maintained by Swidler in the ordinary course of its business, which have been reviewed by me and/or by other partners or employees of Swidler at my direction, or upon information known by other partners or employees of Swidler and conveyed to me.

4. Based upon Swidler's continuing review since filing my last supplemental declaration, Swidler has identified the following additional parties as entities which are represented by Swidler on matters wholly unrelated to the Debtors or these Chapter 11 cases:

a. Bear Stearns has recently been employed by the Debtors to advise with respect to a particular transaction. Swidler advises Bear Stearns on certain arbitrage matters unrelated to the Debtors or to Swidler's representation of the Future Claimants Representative in these Chapter 11 proceedings.

b. Deutsche Bank and/or its affiliates ("DB") are parties-in-interests in these proceedings. Swidler formerly represented DB with respect to certain telecommunications matters, and currently advises DB in connection with certain securities matters. Such matters are and were unrelated to the Debtors or to Swidler's representation of the Future Claimants representative in these Chapter 11 proceedings.

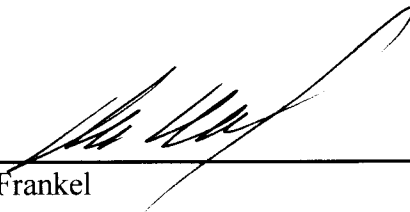
c. Goodwin Procter LLP ("Goodwin") is a party-in-interest in these proceedings. Swidler is regulatory co-counsel with Goodwin on a broadcast transaction matter unrelated to the Debtors or to Swidler's representation of the Future Claimants Representative in these Chapter 11 proceedings.

d. Sealed Air Corporation is a party-in-interest in these Chapter 11 proceedings. Swidler was recently retained to represent the Global Compliance Services Coalition (the "Coalition") in connection with certain compliance matters, including matters arising under the Sarbanes-Oxley Act of 2002 and the French Data Protection Act. Sealed Air Corporation is a member of the Coalition. Such matters are unrelated to the Debtors or to Swidler's representation of the Future Claimants Representative in these Chapter 11 proceedings.

5. Swidler will use reasonable efforts to identify any additional relevant fact or relationship not previously disclosed. If any such fact or relationship is discovered, Swidler will, as soon as reasonably practicable, file additional supplemental declarations with the Court.

\* \* \* \* \*

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Roger Frankel

Executed on November 22, 2005

**CERTIFICATE OF SERVICE**

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on November 22, 2005, I caused the *Fourth Supplemental Declaration of Roger Frankel Under Fed. R. Bankr. P. 2014 and 5002 in Support of Application for an Order Authorizing Retention and Employment of Swidler Berlin LLP as Bankruptcy Counsel to David T. Austern as Future Claimants' Representative*, to be served upon those parties as shown on the attached Service List.



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Debra O. Fullem, Senior Legal Assistant  
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**W.R. GRACE - SERVICE LIST**

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